

Documentation to the Annual General Meeting on 19 May 2020

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1. The Nomination Committee's motivated statement regarding the proposal for election of the Board.

NENT Group Nomination Committee

In accordance with the resolution of the 2019 Annual General Meeting of NENT Group shareholders, the Chairman of the NENT Group Board of Directors has convened a Nomination Committee to prepare proposals for the 2020 Annual General Meeting.

The Nomination Committee comprises Erik Durhan, appointed by Nordea Funds; Joachim Spetz, appointed by Swedbank Robur; and Oskar Börjesson, appointed by Skandia Life; as well as the Chairman of the NENT Group Board, David Chance. The members of the Nomination Committee appointed Erik Durhan as Chairman of the Nomination Committee at their first meeting.

The Nomination Committee's proposal for election of the Board

The Nomination Committee proposes:

- That the Board shall consist of six members.
- The re-election of all current members of the Board.
- The election of Pernille Erenbjerg as a new member of the Board.
- The re-election of David Chance as Chairman of the Board.

The Nomination Committee's proposal is therefore that the following persons are elected to the Board of NENT Group for a term of office until the end of the next Annual General Meeting:

- David Chance, Chairman of the Board
- Anders Borg
- Simon Duffy
- Pernille Erenbjerg
- Kristina Schauman
- Natalie Tydeman

The Nomination Committee's work

The Nomination Committee has held 3 meetings, with additional discussions between meetings. The Nomination Committee's work has primarily focused on ensuring that the mix of experience and competence in the Board matches the challenges and opportunities faced by NENT Group as the company continues to take important steps to build its business for the future.

In its assessment of the degree to which the current Board meets the requirements placed on it, the Nomination Committee reviewed the current Board members' ability to devote the necessary time and commitment required, as well as the balance and diversity of the Board members' contributions of experiences from different areas of the broader media and digital entertainment industry, especially streaming and broadcasting.

The Nomination Committee's motivated statement regarding its proposals

Having been informed of Henrik Clausen's decision to step down as a Board member in February 2020, and of the remaining members' eligibility, the Nomination Committee resolved to propose the re-election of all current Board members.

In its work, the Committee has sought to strengthen the Board with complementary executive experience from the Nordic communications and entertainment services industries. As a result, the Committee proposes the election of one new member to NENT's Board – Pernille Erenbjerg.

Pernille Erenbjerg is the previous President and Group Chief Executive Officer of TDC, the leading provider of integrated communications and entertainment solutions in Denmark and Norway. Before being appointed President and Group Chief Executive Officer, Pernille served as TDC's Chief Financial Officer. Pernille currently serves on the Boards of Nordea, the largest financial services group in the Nordic region, and the Danish international biotechnology company Genmab, where she is Deputy Chairman. She is also the Deputy Chairman of the Board of Millicom International Cellular, a provider of cable, mobile and high-speed broadband services in Latin America and Africa. Pernille holds an MSc in Business Economics and Auditing from Copenhagen Business School.

The proposed Board provides complementary skills and perspectives that combines strategic, operational and financial insight and leadership. This balance is vital to the further development of NENT Group's streaming and broadcast businesses, and to successfully capitalise on changes in consumer behaviour, capturing growth opportunities and generating sustainable value for the shareholders of NENT Group. Pernille Erenbjerg's years of experience of managing a converged provider of communication and entertainment services, and of driving transformational change, will be of great value to the work of the NENT Group Board of Directors. The Committee is also pleased that Pernille has agreed to join the Board's Audit Committee.

In its work, the Nomination Committee applies rule 4.1 of the Swedish Corporate Governance Code as its diversity policy. Accordingly, the Committee gives particular consideration to the importance of increased diversity in the Board, including gender, age and nationality, as well as depth of experience, professional background and business discipline. The Committee believes the composition of the proposed Board is adequately diverse in respect of its set of experiences and offers a solid mix of relevant skillsets matching the priorities of NENT Group. The proposed Board has a 50/50 gender split, which goes beyond the ambition of at least 40 percent for each gender presented by the Swedish Corporate Governance Board.

Finally, it is noted that the Nomination Committee has evaluated each Board member's independence in the course of preparing its proposals for the 2020 Annual General Meeting and has found that the proposed Board is in compliance with the Swedish Corporate Governance Code.

Information about the proposed members of the Board

Information about the proposed members of the Board in NENT Group, including the Nomination Committee's assessment of each member's independence, may be found on the company's website at <https://www.nentgroup.com/about/corporate-governance/general-meetings>.

April 2020

THE NOMINATION COMMITTEE
NORDIC ENTERTAINMENT GROUP AB (PUBL)

2. Information on the proposed members of the Board.

David Chance

Chairman of the Board
American and British, born 1957
Elected 2018

David was Deputy Managing Director of the BSkyB Group between 1993 and 1998, and has also served as a Non-Executive Director of ITV plc and O2 plc. David is also Chairman of Modern Times Group MTG AB, a Non-Executive Director of PCCW Limited (Hong Kong) and Chairman of its NOW TV media group. David has a BA in Psychology, BSc in Industrial Relations and an MBA from the University of North Carolina.

Member of the Remuneration Committee.

Independent of the Company and management and independent of major shareholders.

Direct or related person ownership: 3,565 Class B shares

Anders Borg

Non-Executive Director
Swedish, born 1968
Elected 2018

Anders was Sweden's Minister of Finance from 2006 to 2014. Anders is also Chairman of Sehlhall Fastigheter AB's Board of Directors and a member of the Board of Directors of Stena International, Rud-Pedersen Group, as well as senior advisor to IPsoft, Amundi, Kinnevik, Nordic Capital and East Capital. Anders has served on the Boards of a number of companies in the telecommunication, fintech and public administration sectors. Anders has previously worked for Citigroup, ABN AMRO, SEB, Alfred Berg, Tele2 and Millicom and has been an active member of the World Economic Forum for many years. Anders' educational background is in economics, economic history, political science and philosophy from the universities of Stockholm and Uppsala.

Member of the Audit Committee.

Independent of the Company and management and independent of the major shareholders.

Direct or related person ownership: 5,238 Class B shares

Simon Duffy

Non-Executive Director
British, born 1949
Elected 2018

Simon has been Executive Chairman of Tradus plc and Executive Vice-Chairman of ntl:Telewest, having joined ntl in 2003 as CEO. Simon has also served as CFO of Orange SA, CEO of End2End AS, and CEO and Deputy Chairman of World Online International BV, and has held senior positions at EMI Group plc and Guinness plc. Simon has also been Chairman of Bwinparty digital entertainment plc and Mblox Inc and a Non-Executive Director of Millicom International Cellular and Avito AB. Simon is Non-Executive Chairman of YouView TV Ltd and Telit Communications Plc., as well as a Non-Executive Director of Wizz Air Holdings Plc and Modern Times Group MTG AB. Simon holds a Masters from the University of Oxford and an MBA from Harvard Business School.

Chairman of the Audit Committee.

Independent of the Company and management and independent of the major shareholders.

Direct or related person ownership: 1,750 Class B shares

Kristina Schauman

Non-Executive Director
Swedish, born 1965
Elected 2018

Kristina is a partner and owner of Calea AB and was a Board member of Apoteket AB from 2009–2018, including a period as acting CEO and CFO. Kristina previously served as CFO of Carnegie Investment Bank AB and OMX AB, and held finance roles at Investor AB, ABB and Stora Finance. Kristina is a Board member of Coor Service Management Holding AB, BillerudKorsnäs AB, ÅF Pöyry AB, BEWiSynbra Group AB and Diaverum AB. Kristina holds a degree in Business Administration and Economics from Stockholm School of Economics.

Member of the Audit Committee.

Independent of the Company and management and independent of the major shareholders.

Direct or related person ownership: 3,000 Class B shares

Natalie Tydeman

Non-Executive Director

British, born 1971

Elected 2018

Natalie is a private equity investor at v t partners. She was previously a Senior Partner at GMT Communications Partners. Natalie helped launch Excite in Europe, built Discovery Communications' European internet operations, was Managing Director of Fox Kids Europe's Online & Interactive division and was Senior Vice President at Fremantle Media. Natalie is also a Non-Executive Director of Modern Times Group MTG AB and a Trustee of Nesta, where she chairs the Venture Investment Committee and Nesta Investment Management. Natalie is a graduate of the University of Oxford and Harvard Business School.

Chairman of the Remuneration Committee.

Independent of the Company and management and independent of the major shareholders.

Direct or related person ownership: 380 Class B shares

Pernille Erenbjerg

Proposed non-Executive Director

Danish, born 1967

Pernille is a Board member of Nordea, as well as Deputy Chairman of Genmab. She is also the Deputy Chairman of the Board of Millicom International Cellular. Pernille has previously served as Deputy Chairman of the Board of Directors of DFDS, the World's Leading Ferry Operator, and as a member of the Board of Directors of the Royal Danish Theater. Pernille has held various positions at TDC; Group CEO & President from 2015 – 2018, Group CFO from 2011 – 2015, and Executive Vice President, Group Finance from 2003 – 2011. Pernille has also worked at Arthur Andersen and Deloitte. Pernille holds a Bachelor of Science and a Master of Science from Copenhagen Business School and is also a Certified Public Accountant.

Independent of the Company and management and independent of the major shareholders.

Direct or related person ownership: 0 Class B shares

3. The Board's reasoned statement pursuant to 19 Ch 22 Sec of the Swedish Companies Act.

The Board hereby presents the following statement in accordance with Ch 19 Sec 22 of the Swedish Companies Act. The Board's reasons for the proposed repurchase of own Class A/B shares being in accordance with the provisions of Ch 17 Sec 3, paragraph 2 and 3 of the Swedish Companies Act are as follows:

The Company's objects, scope and risks

The Company's objects and scope of business operations are set out in the Articles of Association and the Annual Report for 2019. The Company's operations do not entail any risks in excess of those that exist or may be deemed to exist in the industry or that are generally associated with operating a business.

The financial position of the Company

The financial position of the Company as per 31 December 2019 is stated in the Annual Report for the financial year 2019. The Annual Report also states which accounting principles are applied in the valuation of assets, allocations and liabilities.

The non-restricted equity in the Company as of 31 December 2019 amounted to SEK 1,759 million.

The cost in relation to the proposal on authorisation for the Board to repurchase own Class A/B shares depends on to which extent, if at all, the Board makes use of the Annual General Meeting's authorisation to repurchase its own class A or B shares. For example, should the Board resolve to repurchase 1% of the outstanding A and B shares in NENT Group, this would amount to approximately SEK 141 million (using the closing price for NENT Group's class B share on 31 March 2020 (SEK 209.40)).

If the Board resolves to repurchase 1% of the outstanding A and B shares under its authorisation, the costs constitute 8% of the Company's non-restricted equity.

The proposed authorisation to repurchase its own shares does not limit the Company's possibilities to complete ongoing, value-creating investments or to make further such investments. The Company's financial position does not give rise to any other conclusion than that the Company can continue its business and that the Company can be expected to fulfil its obligations on both a short and long-term basis.

Justification for the proposal

With reference to the above and to what has otherwise come to the knowledge of the Board, the Board is of the opinion that after a comprehensive review of the financial position of the Company and of the Group it follows that the proposal regarding the authorisation to repurchase its own Class A and B shares is justified according to the provisions of Ch 17 Sec 3 paragraph 2 and 3 of the Swedish Companies Act, i.e. with reference to the requirements that the objects of the business, its scope and risks place on the size of the Company's and the Group's equity, and on the Company's and the Group's consolidating requirements, liquidity and financing needs in general.

Stockholm, April 2020

THE BOARD OF DIRECTORS
NORDIC ENTERTAINMENT GROUP AB (PUBL)

4. Auditor's report in accordance with Ch 8 Sec 54 of the Swedish Companies Act whether the guidelines for remuneration to senior executives as approved by the Annual General Meeting has been complied with.



Auditor's opinion under Chapter 8 Section 54 of the Swedish Companies Act (2005:551) as to whether the guidelines of the annual general meeting on the remuneration of senior executives have been followed

To the annual general meeting of Nordic Entertainment Group AB (publ.), Corporate identity No 559124-6847

Introduction

We have audited whether the Board of Directors and the Chief Executive Officer of Nordic Entertainment Group AB (publ.) during the period 2019-05-22—2019-12-31 have followed the guidelines on remuneration of senior executives adopted at the annual general meeting on 22 May 2019.

Responsibility of the Board of Directors and the Chief Executive Officer

The Board of Directors and the Chief Executive Officer are responsible for the guidelines being followed and for the internal control that the Board of Directors and the Chief Executive Officer deem necessary to ensure that the guidelines are followed.

Responsibility of the auditor

Our responsibility is to issue an opinion, based on our audit, to the annual general meeting as to whether the guidelines adopted by the annual general meeting have been followed. We have conducted the audit in accordance with FAR recommendation RevR 8 *Audit of remuneration of senior executives of listed companies*. This recommendation requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance that the guidelines adopted by the annual general meeting are followed in all material aspects. The audit firm applies International Standard on Quality Control 1 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We are independent of Nordic Entertainment Group AB accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements.

The audit has covered the company's organization for and documentation of remuneration issues for senior executives, the new decisions on remuneration that have been taken and a selection of the payments made during the financial year to the senior executives. The auditor chooses what procedures are to be performed, in part by assessing the risk of the guidelines not being followed in all material aspects. In making those risk assessments, the auditor considers internal control relevant to compliance with the guidelines in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

We believe that our audit provides a reasonable basis for our opinion set out below.

Opinion

We consider that the Board of Directors and Chief Executive Officer of Nordic Entertainment Group AB (publ.) during the period 2019-05-22—2019-12-31 have followed the guidelines on remuneration of senior executives adopted at the annual general meeting on 22 May 2019.

Stockholm 20 March 2020

KPMG AB

A handwritten signature in blue ink, appearing to read 'Joakim Thilstedt'.

Joakim Thilstedt

Authorized Public Accountant and auditor in-charge

A handwritten signature in blue ink, appearing to read 'Håk Olov Forsberg'.

Håk Olov Forsberg

Authorized Public Accountant

5. Evaluation of remuneration to senior executives (Report according to the Swedish Corporate Governance Code).

Introduction

The Remuneration Committee, of the Board of Directors of Nordic Entertainment Group AB (publ) ("NENT"), comprises the Chairman of the Board of Directors David Chance and the Board member Natalie Tydeman. Henrik Clausen was a member of the Remuneration Committee until he resigned as a Board member on 4 February 2020. Natalie Tydeman is the Chairman of the Remuneration Committee.

In accordance with the Swedish Code of Corporate Governance (the "Code"), the Remuneration Committee has monitored and evaluated plans for variable remuneration (both ongoing and those that have ended during the year), and how the guidelines for remuneration to the senior executives adopted at the Annual General Meeting have been applied as well as the current remuneration structures and levels of remuneration in the company. The following is the Board of Directors' report on the results of the evaluation.

General information with respect to remuneration to senior executives of NENT

The remuneration to NENT's senior executives comprises fixed salary, variable components in the form of short-term ("STI") and long-term incentive ("LTI") plans, pension and other benefits/allowances.

Variable remuneration

The STI is based on the fulfilment of established targets for the Group and in the senior executives' area of responsibility. The result shall be linked to measurable targets (qualitative, quantitative, general, individual). The targets within each area of responsibility are defined to promote NENT's development in the short and long-term. The maximum payment under the STI shall generally not exceed 100 percent of the senior executives' fixed salary.

The LTI shall be linked to certain pre-determined financial and/or share or share-price related performance criteria and shall ensure a long-term commitment to the development of NENT and align the senior executives' incentives with the interest of shareholders. The purpose of LTIP 2019 is to attract, motivate and retain key talent within NENT and to align participants' interests with those of the shareholders. Through LTIP 2019, the participants' remuneration and allotment of shares is tied to the Group's business performance and profitable growth objectives.

The share-based plan is performance-based and requires the participants to remain employed by NENT during the term of the plan. The senior executives are required to accumulate NENT shares toward target ownership levels that are based on different percentages of their net salary. Thus, the participants' remuneration is tied to the development of NENT's result and value, which promotes continued loyalty to NENT and contributes to the long-term value growth of NENT.

Further information on the variable remuneration, for example outcome, uptake, the number of issued rights etc., is found in the Annual Report 2019.

Evaluation of plans for variable remuneration

The development of the plans for variable remuneration is evaluated by the Remuneration Committee on a continuous basis throughout the year and the plans' expected outcome are reported to the Board of Directors and discussed at board meetings. The Remuneration Committee also monitors to what extent the senior executives participate in the long-term share-based incentive plans. The evaluation of the plans for variable remuneration has shown that:

- the plans are well aligned with the shareholders' interests,
- the plans are important for attracting, motivating and retaining key talent, and
- the long-term share-based incentive plan, which is performance-based and requires ownership of NENT shares, is well-functioning and achieve the desired results. However, due to the impact of the coronavirus, NENT Group has implemented a range of measures to reduce its ongoing costs, and has therefore decided not to propose a new long-term share-based incentive plan to the 2020 Annual General Meeting.

Evaluation of the current remuneration structures and levels at NENT

The Board of Director's view is that the current remuneration structures and levels at NENT strike an appropriate balance between motivating employees to execute on strategic plans and to deliver excellent operating results. The remuneration packages are competitive and align the employees' incentives with the interests of the shareholders, since the variable components create a clear connection between the individual's remuneration, NENT's financial results and shareholder return, and also contribute to realising the aim of attracting and retaining key employees.

Stockholm, April 2020
THE BOARD OF DIRECTORS
NORDIC ENTERTAINMENT GROUP AB (PUBL)

6. The proposed wording of the Articles of Association

Articles of Association

Nordic Entertainment Group AB (publ), reg. no. 559124-6847

Adopted at the Annual General Meeting on 19 May 2020

§ 1 Company Name

The name of the company (Sw. *företagsnamn*) is Nordic Entertainment Group AB (publ).

§ 2 Office

The company's registered office is in Stockholm municipality.

§ 3 Operations

The company shall develop and sell goods and services within the media, information and communications businesses and other activities compatible therewith. The company shall also be entitled to own and manage real estate as well as shares and other movables, and carry on other activities compatible therewith. The company shall have the right to guarantee or otherwise pledge security for obligations assumed by other companies within the same group.

§ 4 Share capital and number of shares

The share capital shall be not less than SEK 100,000,000 and not more than SEK 400,000,000. The number of shares shall be not less than 50,000,000 and not more than 200,000,000.

§ 5 Shares

The company may issue shares of three classes, Class A, Class B and Class C. Class A shares may be issued in a maximum number of 200,000,000 and Class B in a maximum number of 200,000,000 and Series C in a maximum number of 200,000,000. Each share of Class A shall carry ten votes, and each share of Class B and C, respectively, shall carry one vote. Shares of either class may be issued up to an amount corresponding to the entire share capital.

Owners of Class C shares are not entitled to dividends. Upon the company's liquidation, Class C shares carry equivalent right to the company's assets as other shares, however not to an amount exceeding the quota value of the share.

In the event of new issues of shares of Class A, Class B and Class C where payment is not to be made in kind, owners of shares of Class A, Class B and Class C shall enjoy pre-emption rights to subscribe for new shares of the same class pro rata to the number of shares previously held by them (primary pre-emption right). Shares which are not subscribed for pursuant to the primary pre-emption rights shall be offered to all shareholders (secondary pre-emption right). If the shares thus offered are not sufficient for the subscription pursuant to the secondary pre-emption rights, the shares shall be allocated between the subscribers pro rata to the number of shares previously held and, to the extent such allocation cannot be effected, by the drawing of lots.

In the event of new issues of shares of Class A, Class B or Class C where payment is not to be made in kind, all shareholders shall, irrespective of whether their shares are of Class A, Class B or Class C, have pre-emption rights to subscribe for new shares pro rata to the number of shares previously held by them.

The stipulations regarding preferential rights shall apply *mutatis mutandis* for new issues of warrants and convertible debt and shall not infringe on the possibility to resolve on an issue in which the preferential rights of shareholders are waived.

If the share capital is increased by a bonus issue, where new shares are issued, new shares of Class A and Class B shall be issued in relation to the number of shares of the same classes already held. In such cases, old shares of a specific class shall entitle to new shares of the same class. Class C shares do not carry rights to participate in bonus issues. Following a requisite amendment in the Articles of Association, the aforementioned stipulation shall not infringe on the possibility to issue shares of a new class by a bonus issue.

Reduction of share capital, which in any case shall not fall below the minimum share capital, may, upon the request of an owner of Class C shares and a resolution by the company's board of directors or the general

meeting, take place through redemption of Class C shares. A request from an owner of Class C shares shall be made in writing to the Board of Directors and the Board shall process the request promptly. When a resolution on reduction has been passed, an amount corresponding to the reduction amount shall be transferred to the company's reserve fund, if required funds are available. The redemption amount per Class C share shall correspond to the quota value of such shares.

Following notice of the redemption resolution, holders of shares shall promptly receive payment for the shares, or, if authorisation from the Swedish Companies Registration Office or a court is required, following notice that the final decision has been registered.

Class C shares held by the company may, upon the decision of the Board of Directors, be reclassified into Class B Shares. Immediately thereafter, the Board of Directors shall report the reclassification to the Swedish Companies Registration Office for registration. The reclassification is effected when it has been registered and the reclassification noted in the Swedish Central Securities Depository.

Shares of Class A shall be subject to reclassification to shares of Class B. Owners of shares of Class A shall be entitled, during January and July each year ("the Reclassification Periods"), to request that all or part of their shares of Class A be reclassified to shares of Class B. A request for reclassification shall be made by written notification and must have been received by the company's Board of Directors no later than on the last day during the relevant Reclassification Period. Such request shall state (i) the number of Class A shares that the shareholder wishes to reclassify or (ii) the percentage of the total number of votes in the company that the shareholder wishes to hold, after reclassification has been completed of all Class A shares requested for reclassification during the relevant Reclassification Period. When making a request in accordance with alternative (ii) above, the shareholder shall also state the total number of shares of Class A and shares of Class B that the shareholder holds at the time of the request.

By the end of each Reclassification Period, the Board of Directors shall consider the question of reclassification. Immediately thereafter, the Board of Directors shall report the reclassification to the Swedish Companies Register (Sw. *Bolagsverket*) for registration. The reclassification is effected when it has been registered and the reclassification noted in the CSD Register.

§ 6 The Board of Directors

The Board of Directors shall consist of no less than three and no more than nine directors.

§ 7 Auditors

The Company shall have no more than three auditors with up to three deputy auditors. The auditor's term of office shall last until the end of the Annual General Meeting that is held during the first, second, third or fourth financial year after the auditor was elected.

§ 8 Financial year

The company's financial year shall be the calendar year.

§ 9 Notice of a general meeting

Notice of a general meeting of shareholders shall be published in the Swedish Official Gazette (Sw. *Post- och Inrikes Tidningar*) as well as on the company's website. At the time of the notice, an announcement with information that the notice has been issued shall be published in Svenska Dagbladet.

§ 10 Participation at the general meeting

A shareholder who wishes to participate at the general meeting shall notify the company of his/her participation no later than the day stated in the notice convening the meeting.

A shareholder attending a general meeting may be accompanied by an assistant, however only when the shareholder has provided notification hereof in accordance with the foregoing paragraph.

§ 11 Collection of proxy forms and voting by post

The Board may collect powers of attorney in accordance with the procedure described in Chapter 7, section 4, second paragraph of the Companies Act (2005:551).

The Board has the right before a General Meeting to decide that shareholders shall be able to exercise their right to vote by post before the General Meeting.

§ 12 Central securities depository clause

The shareholder or nominee who on the record date is registered in the share register and in a central securities depository register pursuant to Chapter 4 of the Central Securities Depositories and Financial Instruments Accounts Act (1998:1479) or any person who is registered in a central securities depository account pursuant to Chapter 4, Section 18 paragraph 6-8 of the mentioned Act, shall be deemed to be authorised to exercise the rights set out in Chapter 4, Section 39 of the Companies Act (2005:551).

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